

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
24 HOUR FITNESS WORLDWIDE, INC., <i>et al.</i> , ¹	:	Case No. 20-11558 (KBO)
Debtors.	:	(Jointly Administered)
	:	Re. Docket Nos.: 17, 136, 430 & 433
	:	Hearing Date: 7/14/2020 at 11:00 a.m. (ET)

**JOINDER OF THE AVG ENTITIES TO THE LIMITED OBJECTIONS
OF VARIOUS LANDLORDS TO THE DEBTORS' MOTION FOR
ENTRY OF A FINAL POSTPETITION FINANCING ORDER**

AVG Partners GP (Santa Clarita, Thousand Oaks); AVG Partners I, LLC (Independence, North Dallas, Oceanside, Omaha I and II, Overland Park, Shawnee); AVG Austin, LP (Austin); AVG Chula Vista, LLC (Chula Vista); AVG Laguna LLC (Laguna Niguel); AVG Oakland, LLC (Oakland); AVG Cypress LP (Cypress); SW3LH, LLC (Houston); Builders Associates #3 (Rockwall); Arnold & Sheri Schlesinger (N. Las Vegas); Builders Associates #3, LLC (Fountain Valley); Peak Holdings, LLC (Lake Forest); AG Upland, LLC (Upland); and AVG Puyallup, LLC (Puyallup) (collectively, the "AVG Entities"), by and through undersigned counsel, hereby join in the limited objections filed by various landlords (D.I. 430; D.I. 433, together the "Objections") to the above-captioned Debtors' motion seeking entry of a final order authorizing the Debtors to obtain postpetition financing and seeking other relief (D.I. 17) (the "DIP Motion").

As set forth more fully in the Objections, any final order approving the DIP Motion should, at a minimum: (i) adequately protect the interests of the AVG Entities and other landlords; (ii) not

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372).

waive the Debtors' rights under Bankruptcy Code sections 506(c) and 552(b); and (iii) contain language limiting the scope of collateral and limiting the rights and remedies of the DIP Agent and DIP Lenders in the event of default, consistent with the terms of the Interim DIP Order. The AVG Entities further join in the other objections filed by landlords and parties-in-interest to the relief requested in the DIP Motion, to the extent not inconsistent with the Objections.

The AVG Entities reserve their right to amend and/or supplement this Joinder and to make such other and further objections as may be necessary or appropriate. The AVG Entities reserve all rights including, without limitation, their right to raise additional objections at the hearing or otherwise, to file a claim or motion to compel the payment of past due postpetition rent, and/or to compel the assumption or rejection of the non-residential real property leases by and between the AVG Entities and certain of the Debtors.

WHEREFORE, the AVG Entities respectfully request the Court sustain the Objections, grant the AVG Entities relief consistent therewith, and grant the AVG Entities such other or further relief as is just and proper.

Dated: July 9, 2020
Wilmington, Delaware

BLANK ROME LLP

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